

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

REGISTRATION NO. 17121-09 FILED

FEB 11 '05 12:09 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

February 11, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: GATC Trust No. 90-2

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 14, dated as of November 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust No. 90-2) and other documents associated therewith previously filed with the Commission and the Board under Recordation Number 17121.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company (not in its individual capacity, but solely as Owner Trustee)  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Lessee: GATX Financial Corporation  
(successor by merger to GATX Rail Corporation)  
500 West Monroe Street  
Chicago, Illinois 60661

Mr. Vernon A. Williams  
February 11, 2005  
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A description of the railroad equipment covered by the enclosed document is:

1 railcar ADDED: GACX 056739.

A short summary of the document to appear in the index is:

Lease Supplement No. 14.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

17121-90

**LEASE SUPPLEMENT NO. 14  
(GATC Trust No 90-2)**

FEB 11 2005 12:09 PM

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 14, dated as of November 2, 2004 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Financial Corporation, a Delaware corporation, successor by merger to GATX Rail Corporation, a New York corporation ("Lessee");

**WITNESSETH:**

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease (GATC Trust No. 90-2) dated as of December 14, 1990 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Item of Equipment to be leased to the Lessee in substitution for damaged or destroyed Item of Equipment previously leased to Lessee.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Item of Equipment described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be construed in accordance with the laws and decisions of the State of New York, without regard to principles of conflicts of law *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement No. 14 to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company,  
not in its individual capacity  
but solely as Owner Trustee

By: 

Name:

**Anita Roselli**

Title:

Financial Services Officer

GATX Financial Corporation

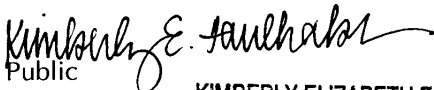
By: 

Name: Fay West

Title: Vice President & Controller,  
Rail Division

State of Delaware                     )  
  )       SS  
County of New Castle             )

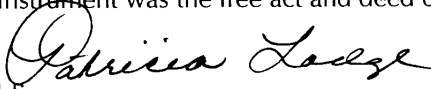
On this 3 day of February, 2005, before me personally appeared Anita Roselli, to me personally known, who being by me duly sworn, say that (s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public                     **KIMBERLY ELIZABETH FAULHABER**  
[Notarial Seal]                 **NOTARY PUBLIC - DELAWARE**  
  My Commission Expires April 9, 2006

My commission expires:

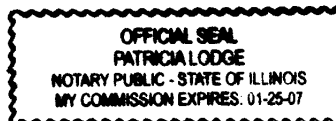
State of Illinois                     )  
  )       SS  
County of Cook                    )

On this 2<sup>nd</sup> day of November 2004, before me personally appeared Fay West, to me personally known, who being by me duly sworn, say that she is a Vice President & Controller of GATX Financial Corporation, successor by merger to GATX Rail Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

My commission expires:



**SCHEDULE 1**

<b>Car Type</b>	<b>DOT Classification</b>	<b>Car Marking</b>
C413	L/O Covered Hopper	GACX 056739